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September 16, 2021

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By E-Filing

The Honorable Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street S.W.
Washington, DC 20423

ENTERED
Office of Proceedings
September 16, 2021
Part of
Public Record

Re: Finance Docket No. 36514, Canadian National Railway Company, et al.—Control—Kansas City Southern, et al.

Dear Ms. Brown,

Canadian National Railway Company and its rail operating subsidiaries (collectively, “CN”) respectfully submit this letter to inform the Board that the May 21, 2021 Agreement and Plan of Merger between CN and Kansas City Southern (“KCS”) has been terminated by KCS. As a result, CN is withdrawing the Notice of Intent to File an Application that it submitted in this docket on April 20, 2021 (CN-1).

CN appreciates the broad array of stakeholders who wrote more than 1,750 letters of support for a CN-KCS combination. Many of those stakeholders supported a CN-KCS combination because of the unprecedented commitments that CN offered in order to provide shippers with improved route choices, concrete open gateway commitments, and enhanced competitive opportunities. CN firmly believes that no Class I merger with KCS should be approved without similar commitments to enhance competition and protect the public interest.

KCS has entered a new merger agreement with Canadian Pacific Railway Company (“CP”) at a higher purchase price than the prior CP-KCS

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merger agreement, which KCS terminated on May 21, 2021. Yesterday CP and KCS filed a notice of their intent to file an application for approval of this new proposed transaction. CN will participate actively in that proceeding to ensure that all regulatory rules are applied fairly and that any Board proceeding in connection with the CP-KCS combination ensures that it will be pro-competitive and in the public interest.

Respectfully submitted,

/s/ Raymond A. Atkins

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cc: Parties of Record in FD 36514